

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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**ORDER UNDER 11 U.S.C. § 363 AUTHORIZING DEBTORS TO ENTER
INTO LEASE FOR PROPERTY LOCATED IN WARREN, OHIO**

("WARREN, OHIO LEASE ORDER")

Upon the motion, dated May 9, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 363 authorizing Delphi Automotive Systems LLC ("DAS LLC") to enter into leases (collectively, the "Lease Agreement") for a research and development facility and an adjacent parcel located at the premises commonly known as 4551 Research Parkway in Warren, Ohio with Orix Warren, LLC (the "Lessor"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. DAS LLC is authorized to enter into and perform under the Lease Agreement in substantially the form attached hereto as Exhibit A, and to take any and all actions necessary for such performance.

3. The cure claim filed in the above-captioned case by the Lessor on March 4, 2008 (Docket No. 12956) is hereby deemed withdrawn with prejudice.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
May 29, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE